

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **BHF-Bank Aktiengesellschaft** (“Transferor”)
Attn: Ralph Bouffier, Legal Department
Bockenheimer Landstrasse 10
60323 Frankfurt am Main
Germany
Tel: +49 69 718 2377
E-mail: ralph.bouffier@bhf-bank.com
2. Please take notice of the transfer in the amount of \$2,735,684 of your claim against LEHMAN BROTHERS HOLDINGS INC., Case No. 08-13555 (JMP) arising from and relating to Proof of Claim No. 66388 (attached hereto as Exhibit A) (the “Claim”), to:

The Royal Bank of Scotland plc (“Transferee”)
Attn: Andrew Scotland/Oonagh Hoyland
135 Bishopsgate
London, EC2M 3UR
United Kingdom
Tel: +44 20 7085 7926/1790
E-mail: andrew.scotland@rbs.com; oonagh.hoyland@rbs.com

An Evidence of Transfer of the Claim is attached hereto as Exhibit B. All distributions and notices regarding the Claim should be sent to the Transferee at the instructions attached hereto as Exhibit C.

The Transferor has waived all notice and hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure. In addition, the Transferor has stipulated that an order may be entered recognizing its transfer of the Claim as an unconditional sale and assignment and Transferee as the valid owner of the Claim.

EXHIBIT A

PROOF OF CLAIM

United States Bankruptcy Court/Southern District of New York Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		PROOF OF CLAIM	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000066388	
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.			
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)		THIS SPACE IS FOR COURT USE ONLY	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) BHF-BANK Aktiengesellschaft Attn.: Ralph Bouffier, Legal Department Bockenheimer Landstraße 10 60323 Frankfurt am Main, Germany E-Mail: ralph.bouffier@bhf-bank.com Telephone number: +49 69 718-2377 Email Address:		<input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: 4778 (If known) Filed on: <u>June 3, 2009</u>	
Name and address where payment should be sent (if different from above) Telephone number: Email Address:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ 2,735,684 If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6. <input type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* *IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO http://www.lehman-claims.com AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on http://www.lehman-claims.com if claim is based on a Derivative Contract or Guarantee.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____	
2. Basis for Claim: Guarantee of Derivative Contract (See instruction #2 on reverse side.)		FOR COURT USE ONLY <div style="border: 2px solid black; padding: 10px; text-align: center;"> FILED / RECEIVED MAR 12 2010 EPIQ BANKRUPTCY SOLUTIONS, LLC </div>	
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____ (See instruction #6 on reverse side.)		7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:	
Date: <u>March 11, 2010</u> Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. <div style="text-align: center;">  </div>			
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

**ATTACHMENT TO AMENDED PROOF OF CLAIM OF
BHF-BANK AKTIENGESELLSCHAFT**

BHF-BANK Aktiengesellschaft ("BHF") by an authorized representative submits this attachment to its amended proof of claim (the "Claim") against Lehman Brothers Holdings Inc. ("LBHI").

BHF's Amended Claim

1. BHF filed its original proof of claim (number 4778) on June 3, 2009 (the "Original Claim"). The Original Claim is being amended pursuant to and in accordance with the terms of that certain Settlement Agreement dated 8 January 2010 among LBHI, BHF and Lehman Brothers Commercial Corporation Inc., a copy of which has been uploaded with the Derivative and Guarantee Questionnaire.
2. The documents filed with the Original Claim are incorporated herein and made a part of this Claim.

Reservation of Rights

3. BHF expressly reserves the right to amend or supplement this Claim at any time, in any respect and for any reason, including but not limited to, for the purposes of (a) fixing, increasing, or amending the amounts referred to herein, and (b) adding or amending documents and other information and further describing the claims. BHF does not waive any right to amounts due for any claim asserted herein by not stating a specific amount due for any such claim at this time, and BHF reserves the right to amend or supplement this proof of claim, if BHF should deem it necessary or appropriate, to assert and state an amount for any such claim.

4. This Claim is made without prejudice to the filing by BHF and any related entities of additional proofs of claim for any additional claims against LBHI and its affiliated debtors (the "Debtors") and non-debtor entities affiliated with the Debtors of any kind or nature, including, without limitation, claims for administrative expenses, additional interest, late charges, and related costs and expenses, and any and all other charges and obligations reserved under the applicable documents and other transaction documents, and claims for reimbursement in amounts that are not fully ascertainable.

5. The filing of this Claim is not intended to be and shall not be deemed to be or construed as a waiver or release of any right to claim specific assets; any rights of setoff, recoupment, or counterclaim; or any other right, rights of action, causes of action, or claims, whether existing now or hereinafter arising, that BHF has or may have against LBHI, its affiliated entities or any other person, or persons, and BHF expressly reserves all such rights.

6. Nothing herein modifies, alters, amends and/or waives any right BHF may have under applicable law or any agreement or understanding to assert and recover from LBHI, its affiliated entities or any other person or persons, upon rights, claims, and monies.

7. In executing and filing this claim, BHF does not submit itself to the jurisdiction of this Court for any other purpose than with respect to this Claim. This Claim is not intended to be, and shall not be construed as (i) an election of remedies, (ii) a waiver of any past, present or future defaults, or (iii) a waiver or limitation of any rights remedies, claims or interests of BHF.

Notices

8. All notices, communications and distributions with respect to this Claim should be sent to:

BHF-BANK Aktiengesellschaft
Attn.: Mr. Ralph Bouffier/Legal Department
Bockenheimer Landstraße 10
60323 Frankfurt am Main
Germany

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

EVIDENCE OF TRANSFER (Guarantor)

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: BHF-BANK AKTIENGESELLSCHAFT

BHF-BANK Aktiengesellschaft, a company organized under the laws of Germany, with offices located at Bockenheimer Landstraße 10, 60323 Frankfurt am Main, Germany ("**Seller**"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to **The Royal Bank of Scotland plc**, its successors and assignees, with offices located at c/o RBS Global Banking and Markets, 135 Bishopsgate, London, EC2M 3UR ("**Buyer**"), all rights, title and interest in and to the claims of Seller against **LEHMAN BROTHERS HOLDINGS INC (and its affiliates)** to the extent of \$2,735,684, docketed as Claim No. 66388 (amending Claim No. 4778) (the "**Claim**") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognising this transfer and sale of the Claim as an unconditional sale and assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 31 day of March, 2010.

BHF-BANK AKTIENGESELLSCHAFT

WITNESS:

(Signature)

Name:

Title: **IN HOUSE COUNSEL**
(Print name and title of witness)

By:

(Signature of authorised corporate officer)

Name:

Title: **VICE PRESIDENT**
Tel.: **DIRECTOR**

THE ROYAL BANK OF SCOTLAND PLC

WITNESS:

(Signature)

Name:

Title: **SOLICITOR**
(Print name and title of witness)

By:

(Signature of authorised corporate officer)

Name:

Title: **SOLICITOR**
Tel.:

EXHIBIT C

Address for Notices:

The Royal Bank of Scotland plc
Attn: Andrew Scotland/Oonagh Hoyland
135 Bishopsgate
London EC2M 3UR
United Kingdom
Tel: +44 20 7085 7926/1790
E-mail: andrew.scotland@rbs.com; oonagh.hoyland@rbs.com

Wire Instructions:

USD Instructions:

Bank:	JP Morgan Chase Bank, New York
Swift:	CHASUS33
Account Number:	400759136
Swift:	RBOSGB2LGLO - Royal Bank of Scotland GLO, London
Reference:	Global Lending Operations/BHF-Bank Trade Claim